

**UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF TENNESSEE
NASHVILLE DIVISION**

**ALISHA ROSINEK, on Behalf of)
Herself and All Other Similarly)
Situated Shareholders of Psychiatric)
Solutions, Inc.,)**

Plaintiff,

v.

**PSYCHIATRIC SOLUTIONS, INC.,)
UNIVERSAL HEALTH SERVICES,)
INC., OLYMPUS ACQUISITION)
CORP., JOEY A. JACOBS, MARK P.)
CLEIN, DAVID M. DILL, RICHARD)
D. GORE, CHRISTOPHER GRANT,)
JR., WILLIAM M. PETRIE,)
EDWARD K. WISSING, RONALD)
M. FINCHER, CHRISTOPHER L.)
HOWARD, JACK E. POLSON, and)
BRENT TURNER,)**

Defendants.

**Case No. 3:10-cv-00534
Senior Judge Nixon
Magistrate Judge Bryant**

**JOINT MOTION FOR
ENTRY OF AGREED PROTECTIVE ORDERS**

Plaintiff Alisha Rosinek, Defendants Psychiatric Solutions, Inc. (“PSI” or the “Company”), Joey A. Jacobs, Mark P. Clein, David M. Dill, Richard D. Gore, Christopher Grant, Jr., William M. Petrie, Edward K. Wissing, Ronald M. Fincher, Christopher L. Howard, Jack E. Polson, and Brent Turner (the “Individual Defendants”) (PSI and the Individual Defendants will be collectively referred to as the “PSI Affiliates”) and Defendants Universal Health Services, Inc. (“Universal”) and Olympus Acquisition

Corp. (collectively the “Universal Affiliates”) (the PSI Affiliates and the Universal Affiliates will be collectively referred to as the “Defendants”) hereby jointly move for the entry of two Agreed Protective Orders. As grounds for this Motion, the parties state:

1) Plaintiff has served written discovery in the above-captioned action (the “Litigation”) seeking documents and information relating to a proposed merger between PSI and Universal and relating to certain PSI executive compensation decisions, including but not limited to documents containing highly sensitive and confidential business and personal information (the “Confidential Business Documents”) and documents produced by PSI to the United States Department of Justice (the "DOJ") in response to two separate subpoenas dated March 4, 2010 (the "DOJ Documents");

2) Because the Confidential Business Documents and the DOJ Documents were gathered in a different fashion and for different purposes, production of the Confidential Business Documents and production of the DOJ Documents raise different issues and the Parties propose for these reasons having separate protective orders for each, to wit: (a) a Stipulation and Agreed Order Governing the Protection and Exchange of Confidential Material; and (b) a Stipulation and Agreed Order Governing Production of the DOJ Documents;

3) With respect to the Confidential Business Documents, discovery proceedings in the Litigation will necessarily involve the production of information and documents that the Parties believe to be confidential and which include sensitive commercial, financial, business or personal information;

4) With respect to the DOJ Documents:

a) Some of the DOJ Documents contain "protected health information" ("PHI"), as defined under the Health Insurance Portability and Accountability Act ("HIPAA") and its attendant regulations;

b) PSI is prohibited from disclosing documents containing PHI unless such disclosures are consistent with HIPAA, and entry of this stipulation and order will ensure that production of the DOJ Documents complies with HIPAA and its attendant regulations;

c) PSI utilized keyword search terms (*e.g.*, the names of relevant counsel and law firms), analytical software tools and/or other reasonable means to locate and attempt to exclude potentially privileged materials prior to the production of the DOJ Documents; however, PSI did not conduct a full document-by-document review of the DOJ Documents prior to production;

d) It will promote the efficient, just, and economical resolution of this Litigation by entering into a stipulation and order regarding production of the DOJ Documents in this Litigation (the "Clawback Order");

e) The volume of the DOJ Documents (approximately 240,000 pages) is of a magnitude that a document-by-document review of documents prior to production would cause substantial delay and would be unduly burdensome;

f) The Parties believe that permitting production of the DOJ Documents pursuant to a Clawback Order, without the necessity of a full

document-by-document review by PSI prior to production, will materially reduce the cost and duration of discovery, and the attendant burdens on the Parties;

5) For the reasons set forth above, good cause exists for entry of the protective orders filed contemporaneously herewith and the Parties respectfully request the same.

The Filing User hereby represents that all signatories hereto agree to the filing of this document.

Respectfully submitted,

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CERTIFICATE OF SERVICE

I certify that a copy of the foregoing was filed electronically. Notice of this filing will be sent by operation of the Court's electronic filing system to all parties referenced in the signature line above. Parties may access this filing through the Court's electronic filing system.

This 30th day of July, 2010.

/s W. Travis Parham